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TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

TFO Holdings, Inc.

Certificate of Status	0
Certified Copy	1
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. TFO Holdings, Inc.  
 (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 90-0341276  
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 19, 2007 5. Perpetual  
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing  
 (Date first transacted business in Florida, if prior to registration)  
 (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2100 McKinney Avenue, Suite 1200, Dallas, Texas 75201  
 (Principal office address)  
2100 McKinney Avenue, Suite 1200, Dallas, Texas 75201  
 (Current mailing address)

8. To engage in any lawful act or activity for which a corporation may be organized under the Delaware Act and operate in the State of Florida.  
 (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation Florida 33324  
 (City) (Zip code)

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10. **Registered agent's acceptance:**  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

C T Corporation System  
 By: *Connie Bynum*  
 (Registered agent's signature)

**CONNIE BYNUM**  
 SPECIAL ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

~~Chairman:~~ Director: Jared L. Johnson  
Address: 2100 McKinney Avenue, Suite 1200, Dallas, Texas 75201

~~Vice Chairman:~~ Director: F. Barron Fletcher III  
Address: 2100 McKinney Avenue, Suite 1200, Dallas, Texas 75201

Director: Brian Campbell  
Address: 508 NE 190th Street, Miami, Florida 33179

Director: Thomas V. Durkee  
Address: 1417 E. Concord Street, Orlando, Florida 32803

Director: Alan P. Shor      Address: 2525 McKinnon, Suite 700, Dallas, Texas 75201

**B. OFFICERS**

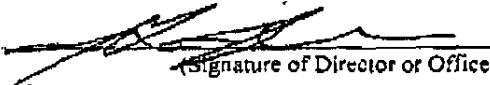
President: Chief Executive Officer: Brian S. Campbell  
Address: 2100 McKinney Avenue, Suite 1200, Dallas, Texas 75201 or 508 Northeast 190th Street, Miami, Florida 33179

Vice President: Jared L. Johnson  
Address: 2100 McKinney Avenue, Suite 1200, Dallas, Texas 75201

Secretary: Jared L. Johnson  
Address: 2100 McKinney Avenue, Suite 1200, Dallas, Texas 75201

Treasurer: Chief Financial Officer: Jared L. Johnson  
Address: 2100 McKinney Avenue, Suite 1200, Dallas, Texas 75201

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. Jared L. Johnson, Chief Financial Officer, Vice President and Secretary  
(Typed or printed name and capacity of person signing application)

# Delaware

*The First State*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TFO HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF MAY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6584409

DATE: 05-12-08